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June 13, 2002

Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RECORDATION NO. 23050-A FILED

JUN 17 '02 10-09 AM

SURFACE TRANSPORTATION BOARD

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 7, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **CHEMICAL LIME, LTD**  
3700 Hulen Street, Fort Worth TX 76107

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CHEMICAL LIME, LTD**, covering 40 coal hoppers with reporting marks and numbers – CEFX 15109 – GRPX 944559, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23050 dated 8/17/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

*Sherry Lewey*  
Sherry Lewey



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**Research/Development Coordinator**

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1<sup>st</sup> day of May, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CHEMICAL LIME LTD, a Texas Limited Partnership, with an address at 3700 HULEN STREET, FORT WORTH, TX 76107 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of May 25, 2000 covering certain equipment described therein pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on August 17, 2000 as recordation number 23050.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski  
Name: JOSEPH L. MANKOWSKI  
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CHEMICAL LIME, LTD.

By: MP Joseph  
Name: MP Joseph  
Title: VP

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SURFACE TRANSPORTATION BOARD

**SCHEDULE A**

Quantity  
40

Equipment Description  
4,750 c.f. covered hopper car  
with gravity gates and trough hatches

Car Marks and Numbers

1	CEFX	15109
2	CEFX	15128
3	CEFX	15258
4	CEFX	15305
5	CEFX	15309
6	CEFX	15325
7	CEFX	15352
8	CEFX	15353
9	CEFX	15376
10	CEFX	15394
11	CEFX	15395
12	CEFX	15399
13	CEFX	15681
14	CEFX	15683
15	CEFX	17117
16	CEFX	17516
17	CEFX	151522
18	CEFX	151538
19	CEFX	151554
20	CEFX	151760
21	CEFX	151803
22	CEFX	151883
23	CEFX	151905
24	CEFX	151911
25	CEFX	152271
26	CEFX	152354
27	CEFX	152371
28	CEFX	152435
29	CEFX	152442
30	CEFX	152470
31	GRPX	944046
32	GRPX	944122
33	GRPX	944135
34	GRPX	944160
35	GRPX	944293
36	GRPX	944411
37	GRPX	944413
38	GRPX	944477
39	GRPX	944535
40	GRPX	944559